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REDACTED – FOR PUBLIC INSPECTION

December 21, 2016

VIA HAND DELIVERY

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

Re: Application of AT&T Mobility Spectrum LLC and Grand River Communications, Inc., for Consent To Assign Lower 700 MHz C Block Licenses (WT Docket No. 16-391)

Dear Ms. Dortch:

Grand River Communications, Inc. (“Grand River”) hereby responds (the “Response”) to the Wireless Telecommunications Bureau (“WTB”) General Information Request dated December 7, 2016 (“Request”).¹ The Request seeks information to assist the Federal Communications Commission (“FCC” or “Commission”) to complete its review of the application in the above-referenced proceeding.

The Request calls for Grand River to submit certain information that is sensitive from a commercial, competitive, and financial perspective, and that Grand River would not reveal in the ordinary course of business to the public or its competitors. Grand River is submitting

¹ Letter from Jon Wilkins, Chief, Wireless Telecommunications Bureau, to Ronald T. Hinds, Grand River Communications, Inc., WT Docket No. 16-391 (Dec. 7, 2016) and accompanying General Information Request.

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information on a Highly Confidential basis pursuant to the Protective Order issued in this proceeding on December 7, 2016. The inadvertent inclusion of any material that is subject to an assertion of the attorney-client, attorney work-product, or other applicable privilege is not intended as a waiver of such privilege. Grand River requests that any privileged material inadvertently produced be returned to Grand River as soon as such inadvertent production is discovered by any party, and reserves all rights to seek the return of any such material.

In the public version of the Response, Grand River has redacted Highly Confidential Information and marked the redactions with “[BEGIN GRAND RIVER HIGHLY CONFIDENTIAL INFORMATION] . . . [END GRAND RIVER HIGHLY CONFIDENTIAL INFORMATION]”. The redacted Response is marked “REDACTED – FOR PUBLIC INSPECTION” and is being filed electronically in the Commission’s Electronic Comment Filing System (“ECFS”). The Highly Confidential, unredacted Response is marked “HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO PROTECTIVE ORDERS IN WT DOCKET NO. 16-391 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION” and is being delivered to the Secretary. Additional copies of the unredacted Response are being delivered as instructed in the Request.

RESPONSE

Request:

1. Explain in detail the decision made by Grand River to assign to AT&T the Lower 700 MHz C Block spectrum that is the subject of this application, including any attempts made to enter into a sale of this spectrum or alternative arrangements with parties other than AT&T.

Response:

Grand River is a wholly owned subsidiary of Grand River Mutual Telephone Corporation d/b/a GRM Networks (“GRM”), which is a rural incumbent local exchange provider serving rural areas in Iowa and Missouri. In early February of 2016, GRM engaged telecommunications-focused investment banking firm Charlesmead Advisors, LLC (“Charlesmead”) to act as its exclusive financial advisor in the sale of the Lower 700 MHz C Block spectrum that is the subject of this application as well as certain other licenses.

After preparing a confidential offering memorandum providing specifics regarding the spectrum licenses to be sold and the relevant markets covered by the licenses, Charlesmead initiated a broad marketing process designed to solicit interest in acquiring the licenses from likely purchasers as part of a confidential bidding process. As part of the marketing effort, Charlesmead contacted [BEGIN GRAND RIVER HIGHLY CONFIDENTIAL INFORMATION]

[END GRAND RIVER HIGHLY
CONFIDENTIAL INFORMATION] Negotiations between Grand River and [BEGIN
GRAND RIVER HIGHLY CONFIDENTIAL INFORMATION]
[END GRAND RIVER HIGHLY CONFIDENTIAL INFORMATION]
when the decision was made to sell the Lower 700 MHz C Block spectrum that is the subject of
this application to AT&T, consistent with the application.

The decision to sell the Lower 700 MHz C Block spectrum to AT&T was based [BEGIN
GRAND RIVER HIGHLY CONFIDENTIAL INFORMATION]

[END GRAND RIVER HIGHLY CONFIDENTIAL
INFORMATION]

On June 30, 2016, Grand River and AT&T executed a final license purchase agreement.

Please direct any questions regarding this Response to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'G. Whiteaker', with a long horizontal flourish extending to the right.

Gregory W. Whiteaker
Counsel for Grand River Communications, Inc.